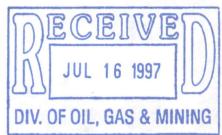
SUMMO USA CORPORATION

900 DENVER CENTER BUILDING 1776 LINCOLN STREET, DENVER, COLORADO 80203 TELEPHONE: 303/861-5400 FAX: 303/863-1736 M/037/088

July 16, 1997



VIA FACSIMILE

Mr. Anthony A. Gallegos
Sr. Reclamation Specialist
State of Utah
Department of Natural Resources
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Salt Lake City, UT 84114-5801

Re: Lisbon Valley Project - Reclamation Contract

Dear Tony:

[SEAL]

In follow-up to our telephone conference this morning, I believe the following will satisfy certain concerns raised by your office.

First, a copy of an instrument titled, "Certified Copy of Resolution", is attached which authorizes Gregory A. Hahn to sign instruments on behalf of Summo USA Corporation, as Manager of Lisbon Valley Mining Co. LLC. Second, George Reeves has provided the following signature block and acknowledgment language for your use on the new signature page. It is our understanding that this new page will eliminate the need for a formal transfer of the permit from Summo USA Corporation to Lisbon Valley Mining Co. LLC.

STATE OF COLORADO)			
) ss:			
City and County of Denver)			
The foregoing instru	ment was acknowl	edged before me this	day of	
1997, by Gregory A. Hahn, a corporation, the corporation	named in and that	executed the forego		ehalf o
the corporation as Manager	of Lisbon Valley N	Aining Co. LLC.		
	*	Notary Publ	ic	
		Residing at		
My Commission Emission				
My Commission Expires:				

Mr. Anthony A. Gallegos July 16, 1997 Page 2

You assistance in resolving the partnership issues is greatly appreciated. If you require additional detail, or have any questions, please call me at (303) 863-3924.

Sincerely,

Karen A. Melfi

Asst. VP - Land & Govt. Affairs

Enc:

cc: I

Bob Prescott Pat Gochnour

CERTIFIED COPY OF RESOLUTION

At a regular/special meeting of the Board of Directors of Summo USA Corporation ("Company") duly called and held on the 16th day of July, 1997, a quorum being present, the following Resolution was adopted:

WHEREAS, this Company is materially interested in the transaction(s) in which (1) Summo Minerals Corporation, Summo USA Corporation, Lisbon Valley Mining Company LLC, St. Mary Minerals Inc. and St. Mary Land & Exploration Company has applied or will apply to Surety for bond(s) or undertaking(s); and

"WHEREAS, Surety has executed or is willing to consider the execution of such bond(s) or undertaking(s), as Surety, upon being furnished with the written indemnity of this Company; THEREFORE, BE IT RESOLVED, THAT (2) Gregory A. Hahn, President of the Company be and hereby is (are) authorized to execute on behalf of the Company for itself and as Manager of Lisbon Valley Mining Co. LLC, any agreement or agreements of Indemnity required by Surety as a prerequisite to the execution by it of the Bond(s) or undertaking(s) for (1) Summo USA Corporation, Lisbon Valley Mining Company LLC in connection with the matter(s) and transaction(s) described in the agreement of Indemnity required by said Surety, and the proper attesting officer of the Company be and hereby is authorized to affix the corporate seal to such agreement or agreements of Indemnity and subscribe his/her name thereto, attesting the same."

I, <u>Michael A. Charneskie</u>, Secretary of Summo USA Corporation have compared the foregoing Resolution with the original thereof, as recorded in the Minute Book of said Company, and do certify that the same is a correct and true transcript therefrom and of the whole of said original Resolution.

Given under my hand and seal of the Company	
in the City of Denver	
State of Colorado	
this 16th day of July , 1997	Willast -
•	Secretary